

## Chapter Organizational review

**For the Board:** You charged a small team to work on refining the chapter level organization, and sanctioned us to send the draft out last month for comment from the chapter leaders, as well as incorporating the suggestions subsequently provided by the director. For your consideration, immediately below is all the feedback we have received. Comments from ED in red after each remark. The draft has been revised according to these comments and follows after the comments in this document. Please review the document for clarity and additional comments.

One point of discussion remains unresolved: What about a chapter that raises funds and does not undertake any mission work (think Manitowoc)?

### FEEDBACK FROM DIRECTORS

1. Bruce Urben
  - Add a 4th Status line on your chart (done)
    - possible status:Disbanded?, no net for 2+ years
  - Clarify the education support column heading. As I understand it is specific to LTH activity? (done)
  - Add an “other” column heading dealing with contact with WWA staff (discuss?)
    - -propose minimums that might look like Premier=4x/year, Associate=2x/year, Probationary=1x/year, Disbanded=0x/year
  - I do like the perks you propose for premier and associate status including Social media marketing for events at low or no cost, chapter recognition and the internal grant program. This gives credence for Chapters to strive to upgrade their status to premier. If we can temper these perks also with attendance at the annual State Meeting, that would be great! Done, added discounted attendance fee in chart - discuss?
  - I support the timeline in the Implementation plan. We do need to finalize and implement prior to the next round of LTH programs! As part of the implementation plan I would like to see a direct contact (phone) by staff (Regional Director) in addition to an email to those chapters that fit in probationary and the 4th status category. It's too easy to have someone claim they didn't see an email. (noted)
  - Great job. Let me know how I can help with implementation
2. **FROM Todd Schaller:** Per our BOD meeting on Wednesday below are my thoughts on the Chapter Organizational document
  - The process to include the Chapters for feedback is very important - great idea
  - Suggest using Tier 1, 2, 3 or Level 1,2,3 rather than premier, associate and probationary. Primarily based on my thinking, the word probationary has a negative feel and premier/associate could be confusing. (Done)
  - I'm confused by the information below from the Draft Chapter Charter (clarified extensively in draft based on your comments below)

*The lowest category “probationary” status applies to chapters that do not achieve the minimum level of fundraising necessary to fully offset the Corporation’s overhead costs of supporting that chapter. ... No chapter will be considered in good standing if they remain in a category of “probationary” status for an extended period of time as determined by the Board of Directors.*

In the graph it indicates “probationary” is at least \$1000 and 1 Mission, which I read as a allowable level

So if a Chapter meets the probationary level (\$1000 and 1 mission) are they in good standing?

I assume the intent is for a Chapter who doesn’t meet the probationary level (\$1000 and 1 mission) would not be in “good standing”. (clarified on chart and instruction)

4. I like the graph layout for clarity on what each level gets. I know George voiced concerns on the “Social Media Marketing Events” - hopefully this can be adjusted so it can continue to be used as marketing of events (website, newsletter and social media) is important to the Chapters (done)

### From Dave Elwing

1) I think the revised organizational structure naming convention is a really good change. Shifting to Tiers and still calling out "Start-up" and "Disbanded" as categories (pages 3 & 4) clarifies things and I believe the "support table" does a better job of spelling out what a chapter can expect. (noted)

2) Regarding the "Important Factors" paragraph on page 3, I also agree with the "New chapter structure (or design) thoughts" bullets. (noted)

3) Within the "Notes" associated with the Tiers/Support Chart (page 4), I am confused about how start-up chapters will handle monies (especially any funds received from State to off-set preliminary event costs or to transfer funds back to the State if they are no allowed to open a WWA bank account. I "assume" we have more control of funds if they are allowed to open a WWA account. Likewise, if they fold, recovering funds will be easier if they have a WWA bank account. (clarified)

4) Regarding "Disbanded Chapters," attaching a sample letter that will be sent to chapters being disbanded might also be a good idea. At a minimum, the section that addresses disbanding chapters should inform chapters that "any further use of the WWA name or inference of association with WWA will not be allowed and those individuals or parties that choose to do so may be subject to legal action. (Noted, but since that might be unique to each chapter, we have not included such a sample letter—your discussion talking points for each chapter will likely reveal what issues need to be addressed in such a letter)).

5) The LTH approval process described on page 5 is good in that established chapters that have a proven success rate still need to inform WWA so we ensure liability coverage is in place, but will be allowed to operate on a "silence is consent" level. Having less experienced, or new LTH efforts present their course of action to the Education Committee provides a structure for assistance while ensuring WWA's liabilities are minimized by way of event checklists and the Education Committee's ability to supervise or call a LTH off due to inadequate preparations or potentially unsafe operation. (noted)

### From Mike Depies

Everyone that put time into this document deserves a big thank. A lot work went into this and I think it looks great. My only addition from the original document was addressing the startup chapter, but I like the clarification on the disbanded chapter also. (noted)

Chapter are encouraged to be involved in some additional aspect of WWA mission statement, but it is not a requirement if a chapter decides to just do the traditional banquet fundraising. Is that correct? In the chapter charter draft it reads " WWA organizes chapters to encourage grassroots support of its mission". When we say fundraising and 1 mission in our chapter status, who determines that a chapter did a qualified mission. My question is, what if the chapter is not interested in anything but fundraising? Are they still a chapter? (noted—should be discussed at board. Similar point raised by Manitowoc chapter. We should not penalize such stalwart chapters that raise significant funds because they may not have mission interest)

#### From George Ermert

Eliminate the specifics from the social media support provided by the state. The numbers will be tough to firm up, and if it's a good event, we may want to support it. Simplify by saying "yes" or "no" as to whether the support will be available. (done)

#### From Al Klug

Our chapter never mentioned this. Any ways I think the third tier is the ones that might need more help to get advanced up to the next tier and also they might need some money help also. (noted)

Our chapter only made \$51 profit but at least it was a profit the first year, but look what we did the last couple of years. We could not have made it without help from WWA. (noted)

PS: good work to you and the ex board.

#### From Steve Dudek

Two comments: (1) Manitowoc is a small chapter and may not be able to undertake a mission initiative [Ross comment: but they have been raising money since our founding—they should not be penalized if they can't get a habitat mission going. That said, they are beginning to get a younger group going, and he'll raise that with this group. (noted—should be discussed at board. Similar point raised by Mike Depies. We should not penalize such stalwart chapters that raise significant funds because they may not have mission)



# WISCONSIN WATERFOWL ASSOCIATION

HABITAT      EDUCATION      LEGISLATION

28 April 2022

**D R A F T**

**Subj: CHAPTER CHARTERS AND STATUS TIERS**

Maintained by: Administrative Director, Approved by Board of Directors

This current proposal is submitted to the Board of Directors for the purpose of soliciting feedback and guidance, with the intent of finalizing the plan for final approval by the Board in May.

**Background:** WWA organizes chapters to facilitate grassroots support of its missions. And WWA charters each chapter to provide a consistent structure and high-level guidelines. While we have not established a chapter in a while, we have had several chapters drop their active fundraising role. When that happened, many simply folded their tents and stepped away from active volunteering. We have learned recently that at least 2 chapters continued to remain active volunteers, and to some degree, did this under the WWA “banner”. This unsanctioned and uncontrolled activity presents a liability and reputational risk.

Historically, charters for such lapsed chapters have not been formally revoked, with the idea that perhaps an influx of new volunteers may re-energize the chapter. This practice creates uncertainty as to legal relationship of the chapter to WWA.

At the same time, changing volunteer motivations may require adjusting our traditional definition of a chapter to something a bit more flexible. Volunteers may be more interested in habitat or education work than a traditional fundraising role. There is organizational benefit to chapters that may eschew traditional fundraising but continue to execute WWA mission work and help maintain a WWA presence in a community. At the same time, all chapters derive benefit from the legal protection, insurance, communication channels, non-profit status etc., of the state-level WWA, and there are some implicit costs in providing that umbrella.

Moving forward, it'll be important to have adequate chapter controls to ensure compliance with our non-profit mission and legal responsibilities, while at the same time leaving the door open to volunteerism in support of WWA beyond traditional fundraising.

**Goal:** To develop and implement a chapter organizational scheme that supports the current and anticipated future volunteer opportunities while providing for necessary controls and funding expectations.

**Deliverables:**

- A short summary of the current state of WWA Chapters and their various activities in support of WWA.
- A tiered chapter status and descriptive policy that ensures adequate chapter controls to mitigate risk to the organization, while allowing for the range of various volunteer effort that may be found in a local community.
- A revised chapter charter that reflects the above
- An implementation plan that for Board approval.

**Team:** The team looking at these issues includes:

- Ian Bartelmez – (Current or former chapter chair, Director)
- BJ Grassman (Director, Habitat Committee Chair)
- Dave Elwing (Director, Secretary, Development Committee Chair)
- Dennis Fleishcher (Director)
- Bruce Ross (Executive Director)

**Process:** The team met 2 times to discuss the expectation and issues, share the results of research and brainstorm concepts. They developed and reviewed a straw man organizational concept and refined that concept. They will share it with key chapter leaders for any feedback those chapter leaders might consider appropriate.

**Overview of results**

Original WWA Structure: The original design of the WWA chapter structure, crafted in the 1980's, mirrored the structure of other non-profit conservation organizations of the day: local chapters focused on fund-raising, and with a state-level board/staff that both supported and was supported by those chapters. Centralized administration of WWA's non-profit status and management of missions at the state level allowed efficiencies of function.

The original charter for each chapter (attached) was designed and executed to establish each chapter. The charter permitted each chapter to elect officers and establish bylaws as long as they did not conflict with WWA's bylaws. There were reporting expectations (change of officers, financial report timeliness, etc.) that each chapter was to meet in order to remain in good standing.

Over time, chapters evolved, volunteers came and went, and some chapters disbanded. Chapter reporting expectations were ignored without consequence. The list of current chapters and their activities (attached) was created based on our collective knowledge, not the result of chapter reporting per the charter's expectations. These uninspiring state-level practices has created avoidable liabilities for WWA.

At the same time, it's clear that volunteer motivations are evolving. Volunteers increasingly seek to deliver a hands-on impact from their volunteer time, and not simply raise money for organization. WWA's organizational model of the last century may no longer be the best model

for this century. We have the opportunity to define an organizational structure to meet these evolving interests.

### **Important factors.**

Any new chapter structure (or design) should:

- *Attract the wide range of volunteers* committed to one or more of WWA missions in a given geographic area.
- *Make it easy* for chapters to form from a handful of volunteers committed to one or more of WWA's missions.
- *Incentivize chapters to expand their volunteer effort* across the range of mission activities.
- *Recognize chapters* with higher levels of mission engagement and financial success.
- *Require sufficient fundraising to offset state-level overhead costs*, and incentivize higher levels of financial support for greater mission impact.
- Be *compatible with the 'recently' established Board committee structure*, to the degree reasonable.

It may be possible to estimate the marginal costs of state support of a chapter. But that analytical effort would be subject to broad assumptions, tenuous allocations, and vague estimates. Conducting that analysis was not deemed worthwhile for this project. However, the team acknowledges that there are overhead costs involved in supporting field level activities that number in the thousands of dollars, including insurance, staff time, travel, communication, maintenance of our non-profit status and others. And beyond overhead costs, there are state-level mission costs associated with executing WWA's missions of habitat, education and advocacy.

### **Proposed tiered Status**

The hierarchy of chapters shown below links financial performance and mission engagement with levels of "benefits". It is intended to allow newly forming chapters (i.e., "Start-up") a low entry threshold of financial contribution sufficient to offset some state-level overhead while allowing them to benefit from WWA's organizational status and resources.

Likewise, the next highest level, Tier 3, is not intended to be a holding spot for chapters. It could represent a temporary status for a pre-existing chapter that is going through a period of volunteer reorganization.

The higher tiers ("Tier 2" and "Tier 1") recognize a chapter's greater financial contribution with greater benefits. Determination of each chapter's status would happen at the end of a WWA fiscal year based on their net financial results and participation in WWA mission activities of that year. Designation of a chapter into any category would be determined by the Administrative Director, and approved by the Development Committee.

As we gain experience with this new methodology, the benefits and requirements for each status may undergo change over time, subject to Board approval. A newly drafted chapter charter (attached) will contain a general description each chapter status, but not contain the specifics that may be subject to change. The Development Committee, with assistance from the Administrative Director will be responsible for updating this policy guidance.

Chapter Tier	Qualification for TIER	Insurance coverage	WWA bank account	Advance funding for events	Administrative support for events	State support for Events	habitat financial support	Learn to Hunt support	Super Goal Recognition program	Chapter recognition program	Internal grant program	Discounted State Meeting attendance
TIER 1	> \$15K net raised + required paperwork < 30d	yes	yes	<\$3000	Full	Yes	up to 25 wood duck boxes free	Passive Ed comm review	X	X	up to \$1000	Yes
TIER 2	> \$5K net raised + one mission + required paperwork < 30d	yes	yes	<\$1000	Limited	Yes	up to 5 Wood duck boxes free	Ed committee review	X	X	up to \$500	Yes
TIER 3	at least \$1000 net raised + one mission + required paperwork < 30d	yes	yes	No	Limited	as approved by ED	Wood duck boxes at cost	Ed committee review	No	No	No	Yes
START-UP	New chapter, less than 2 years old, that does not meet criteria of higher levels	Yes	Yes	As approved by ED				Ed committee review	No	Yes	No	Yes
DISBANDED	<\$1000 net raised for 2+ years	No	No	No	No	No	none	none	No	No	No	No

Notes:

- All chapters are encouraged to participate in at least one mission-related activity beyond fundraising, and submit their fundraising paperwork within the required timeframe. Those that do not may be considered to be in the next lower tier. Exceptions may be considered on an annual basis as approved by the Executive Director—but this exception will not exceed one year in duration.
- Chapters are authorized to establish local checking accounts to secure funds and provide operating capital immediately surrounding an event, subject to Director of Administration approval. Thirty days after an event, funds in excess of \$500 shall be transferred to the WWA Corporation through the Director of Administration. When required to begin preparation for an event, funds may transferred from the state to the local chapter in the amount shown in the chart to provide operating capital for the next event.
- Start-up chapters may need WWA investment of energy and funding to get off the ground initially, but such investment should not exceed two years from their charter approval.
- Chapters that fall into the “disbanded” tier shall have their chapter charters withdrawn as notified by the Executive Director, and any bank accounts closed (by the Director of Administration). A letter to the last chapter chairman will notify the chapter of this change of status and any further use of the WWA name or inference of association with WWA will not be allowed and those individuals or parties that choose to do so may be subject to legal action.
- Administrative Support includes emails to subscriber list. “Full” admin support includes up to 2 regional emails per event or class A raffle.
- Paid social media marketing provided by the state shall generally be limited to Tier 1 and Tier 2 levels, as indicated in the chart. The level of available state funding for chapter social media efforts will be at the discretion of the Executive Director, as discussed with the

committee responsible for marketing. The Executive Director may authorize funding up to for Start-ups and Tier 3 chapters on a case-by-case basis if the event and the chapter’s preparation for it makes it a sound investment.

- Learn to hunt program: Premier chapters which have held previous successful LTH programs will need only to notify the Education Committee of their intent to hold a LTH and when. It shall be presumed to be approved if not challenged by Ed Committee within 2 weeks. Other chapters shall require formal approval of the LTH plan for consideration against WWA insurance and liabilities.

**Implementation plan:**

- April 2022: The project team will consider Board feedback from the April board meeting and adjust this document as needed.
- May: Send it out to existing chapters (including those that have “slipped from the WWA fold” but have unrevoked charters). Any feedback will be considered and incorporated, for final approval at the May 2022 Board of Director’s meeting.
- June: After approval, this proposal will be converted into an instruction and incorporated into WWA chapter webpage. Implementation will be effective immediately. Each chapter will be notified of the need to execute a new charter. The Regional Director, Development Chair, and Executive Director shall have direct communications with the chapter leaders in this period to avoid confusion or misunderstandings. Chapter chairs will be presented with the new charter for signature and return to WWA’s Administrative Director.
- July: New charters and tiered status will be in effect.

Approved by Board of Directors on \_\_\_\_\_

Attachments:

- (1) List of current chapters and activities
- (2) Strawman template of possible Chapter tiers
- (3) Current WWA Charter
- (4) Proposed new WWA charter

**Attachment (1): List of current chapters and activities**

Chartered Chapters	Banq	Bash	Shoot	Golf	Class A	Calendar Sales	Mission-work	No Activity
Appleton/Valley	1		1		X	X	AWA	
Baraboo River		1			X	X		

Green Bay	1		1		X	X	AWA, LTH	
Waukesha	1	2			X	X	AWA	
So Suburban	1				X	X	LTH	
State			2	2	X	X		
West Allis	1	1	1		X	X	AWA	
Madison				1		X	AWA	
Cedar Creek			1			X	AWA	
West bend	1				X	X	X	
Lakeshore	1					X	?	
Wausau						X		
Prairie du Chien							Youth hunt	
Others... TBD								

**Attachment (2): Original WWA Chapter Charter**



# WISCONSIN WATERFOWL ASSOCIATION

HABITAT      EDUCATION      LEGISLATION

## CHAPTER CHARTER

A group of members in good standing, representing \_\_\_\_\_ **City/County** have made application and are hereby granted a Charter designating such a local chapter of the Corporation, known as the \_\_\_\_\_ **Chapter** of the Wisconsin Waterfowl Association, hereafter referred to as the Chapter. This Charter is issued under authority of the Board of Directors of the Corporation. The Chapter may elect officers, subject to the control of the Corporation's finance operations, and establish rules and bylaws so long as these operations do not conflict with the Articles, Bylaws or purposes and policies of the Corporation.

The Chapter shall be required to maintain a current list of names and addresses of each officer and member of the Chapter, and file an accurate and complete copy of said list with the Director of Administrative Services at the State Office immediately following organization, and each calendar year thereafter. The names and addresses of any new members acquired by the Chapter shall immediately be turned over to the State Office.

The Chapter so organized and chartered shall at all times maintain accurate financial records and file a report of same no later than 30 (thirty) days following each fundraising activity. All monies collected by the Chapter shall belong to the Corporation subject to payment of all obligations incurred by the Chapter and approved by the Corporation.

The Board of Directors of the Corporation may, for just cause, terminate this Charter, but, in such event, the members of the Chapter continue to be members of the Corporation so long as such members continue to pay dues to the Corporation. The Corporation shall maintain supervisory control of the Chapter, and in the event that conflict arises between policies of the Corporation and the policies and procedures of the Chapter, the Board of Directors is charged with the duty to resolve such conflict. In the event the Chapter is terminated, the Chapter must immediately remand any assets, and all records held in the name of the Association to the WWA State Office.

For the Wisconsin Waterfowl Association:

\_\_\_\_\_ Title: Chapter Chairperson Date: \_\_\_\_\_

\_\_\_\_\_ Title: Executive Director Date: \_\_\_\_\_

*The Wisconsin Waterfowl Association is a non-profit, wildlife conservation organization. The Association is exempt from Federal Income Tax as an organization described in Section 501 (c) (3) of the Internal Revenue Code. Contributions made to the Association are deductible provided in Section 170 of the Code. The Association's Federal Identification number is 39-1463462.*

**Attachment (2): Proposed WWA Chapter Charter**



# WISCONSIN WATERFOWL ASSOCIATION

HABITAT      EDUCATION      LEGISLATION

## DRAFT      CHAPTER CHARTER (REV: MAY 2022).      DRAFT

1. **Establishment of this Chapter.** A group of members in good standing, representing \_\_\_\_\_ City/County have made application and are hereby granted a Charter designating such a local chapter of the Corporation, known as the \_\_\_\_\_ Chapter of the Wisconsin Waterfowl Association, hereafter referred to as the Chapter. WWA organizes chapters to encourage grassroots support of its missions, and it charters each chapter to provide a consistent structure and provide clear expectations.
2. **Authority.** This Charter is issued under authority of the Board of Directors of the Corporation. The Chapter may elect officers, subject to the control of the Corporation's finance operations, and establish rules and bylaws so long as these operations do not conflict with the Articles, Bylaws or purposes and policies of the Corporation.
3. **Responsibilities.** Both the Chapter and the Corporation have obligations under this charter.
  - a. The state-level Corporation shall be responsible for:
    - Maintaining WWA's non-profit status
    - Providing administrative support at the state level
    - Maintaining WWA communications in support of fundraising and mission accomplishment
    - Using raised funds efficiently in support of accomplishing WWA missions
    - Carrying insurance to cover known chapter and corporate liability exposures.
  - b. The Chapter shall be responsible for:
    - Conducting fundraising activities consistent with WWA policy and state law
    - Conducting any local mission-related efforts consistent with WWA policy and guidance
    - Reporting chapter leadership and membership changes each year consistent with WWA policy
    - Strict compliance with federal, state laws and WWA policies for any funds raised under WWA's non-profit status
    - Timely reporting of chapters activities and fundraising consistent with WWA policies.

The Chapter shall at all times maintain accurate financial records and file a report of same no later than 30 (thirty) days following each fundraising activity. All monies collected by the Chapter shall belong to the Corporation subject to payment of obligations incurred by the Chapter and approved by the Corporation.

4. **Categories of Chapters.** The Corporation may annually categorize each Chapter based on the missions they perform at the local level and the level of fundraising activity they undertake.

Depending on which category this Chapter falls into will determine the level of benefits available to that chapter. See current WWA policy with regard to these categories and their benefits.

- a. The “disbanded” category applies to chapters that have not achieved the minimum level of fundraising necessary to offset the Corporation’s overhead costs of supporting that chapter for more than two years, or as determined by the Board of Directors. In such cases, the Board of Director’s shall direct the Executive Director to withdraw the charter and cancel any insurance for that group’s activities. The chapter will be notified through written correspondence.
5. **Supervision of Chapter.** The Corporation shall maintain supervisory control of the Chapter, and if conflict arises between policies of the Corporation and the policies and procedures of the Chapter, the Board of Directors is charged with the duty to resolve such conflict. In the event the Chapter’s charter is withdrawn, the Chapter must immediately remand any assets, and all records held in the name of the Association to the WWA State Office.
6. **Termination.** The Board of Directors of the Corporation may, for just cause, revoke this Chapter’s Charter, but in such event, the members of the Chapter continue to be members of the Corporation so long as such members continue to pay dues to the Corporation.

For the Wisconsin Waterfowl Association:

\_\_\_\_\_ Chapter Chairperson Date: \_\_\_\_\_

\_\_\_\_\_ President, WWA Date: \_\_\_\_\_

*The Wisconsin Waterfowl Association is a non-profit, wildlife conservation organization. The Association is exempt from Federal Income Tax as an organization described in Section 501 (c) (3) of the Internal Revenue Code. Contributions made to the Association are deductible provided in Section 170 of the Code. The Association’s Federal Identification number is 39-1463462.*